

Independent Director to be Newly Elected



Mrs. Wannipa Bhakdibutr

Age	58
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Master of Business Administration, San Diego State University, USA - Bachelor of Economics, Kasetsart University
Director's Certificates	<ul style="list-style-type: none"> - Certificate of Director Certification Program, Thai Institute of Directors Association
Proposed Position	Independent Director
Current Positions in Other Organization	
<ul style="list-style-type: none"> ● Listed Companies 	1 company <ul style="list-style-type: none"> - President, Osotspa Public Company Limited
<ul style="list-style-type: none"> ● Non-listed Companies and Other Organizations 	18 organizations <ul style="list-style-type: none"> - Advisor, Marketing Association of Thailand - President, Energy Drink Manufacturers Association - Director, Osotspa Enterprises Singapore Pte. Ltd. - Director, Oventure Pte. Ltd. - Director, Uni.Charm (Thailand) Co., Ltd. - Director, Osotspa Beverage Co., Ltd. - Director, Siam Glass Industry Co., Ltd. - Director, Siam Glass Ayutthaya Co., Ltd. - Director, Greenville Co., Ltd. - Director, Osotspa Loi Hein (Thailand) Co., Ltd. - Director, Osotspa Taisho Pharmaceuticals Co., Ltd. - Director, House Osotspa Foods Co., Ltd. - Director, Siam Bev Manufacturing Co., Ltd. - Director, Calpis Osotspa Co., Ltd. - Director, Yamamura International (Thailand) Co., Ltd. - Director, O2C Company Limited

	<ul style="list-style-type: none"> - Director, Osotspa Enterprise Co., Ltd. - Director, Osotspa Myanmar Co., Ltd.
<ul style="list-style-type: none"> ● Others that may cause conflict of interests to EGCO 	None
Experiences during the past 5 years	
2015 – 2018	Director, Government Savings Bank
2015 – 2017	Director, Thailand Institute of Scientific and Technological Research
2014 – 2016	Director, The Zoological Park Organization
2014 – 2016	Vice President, Personal Care & Foods, Unilever Thai Trading Co., Ltd.
Skills / Expertise	Human Resources Development, Strategy and Business Planning
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Nomination Policy	<p>EGCO's policy on director nomination is based on the following:</p> <ol style="list-style-type: none"> 1. Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO; 2. Requirement of skills and experiences to support the achievement of EGCO's strategy; 3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills; 4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix
Nomination Rationale	<p>After consideration, the Board with the endorsement of Nomination and Remuneration Committee, would like to propose for the Shareholders' approval that Mrs. Wannipa Bhakdibutr be elected as a new independent director, as she has the qualifications in line with the Company's definition of independent director. She is not dominated by the major shareholders and Management. As such, she can provide comments independently and aligning with related obligatory rules. In addition, her proficiency in human resources development and business planning could help the Company to proceed to the set targets while building a stronger growth for the Company.</p>

Additional Information to Consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding EGCO's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	No
Having the following relationship with EGCO, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years <ul style="list-style-type: none"> ● Being an executive director, an employee, an advisor who receives regular salary ● Providing any professional services namely auditors, financial advisors or legal advisors ● Having material business relationship which affects directors' independence 	No No No
Having maternity or registration relationship with directors, management, EGCO's major shareholders, controlling persons or persons to be nominated as management or controlling persons of EGCO and its subsidiaries	No

Independent Director to be Newly Elected



Mr. Poomjai Attanun

Age	53 years
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Master of Public Policy Planning and Project Management, National Institute of Development Administration (NIDA) - Bachelor of Arts, Political Science (Public Policy), Kasetsart University
Director's Certificates	<ul style="list-style-type: none"> - Certificate of Director Certification Program, Thai Institute of Directors Association - Certificate of Financial Statement for Directors, Thai Institute of Directors Association - Executive Development Program, Office of the Civil Service Commission (OCSC) - Program on Infrastructure Appraisal, Risk Analysis and Markets, John Deutsch Institute for the Study of Economic Policy, Queen's University, Canada - Program on Innovation for Economic Development, Harvard Kennedy School, USA - Innovative Government: Public sector Executive Program, Lee Kuan Yew School of Public Policy, Singapore
Proposed Position	Independent Director
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	None
● Others that may cause conflict of interests to EGCO	None
Experiences during the past 5 years	
2014 – 2019	Advisor, Minister of Transport

Skills / Expertise	Power Business, Accounting and Finance, Strategy and Business Planning, Investment in Infrastructure Project, and Public Private Partnership (PPP)
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Nomination Policy	<p>EGCO's policy on director nomination is based on the following:</p> <ol style="list-style-type: none"> 1. Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO; 2. Requirement of skills and experiences to support the achievement of EGCO's strategy; 3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills; 4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix
Nomination Rationale	<p>After consideration, the Board with the endorsement of Nomination and Remuneration Committee, would like to propose for the Shareholders' approval that Mr. Poomjai Attanun be elected as a new independent director, giving that Mr. Poomjai has the qualifications in line with the Company's definition of independent director. Moreover, he is not dominated by the major shareholders and Management and he is well-rounded in business management and projects in EGCO's interest. Therefore, he could provide a wider aspect to support the Board's consideration of investment projects and guide the Company's business to a stable growth.</p>

Additional Information to Consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding EGCO's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	No
Having the following relationship with EGCO, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years <ul style="list-style-type: none"> ● Being an executive director, an employee, an advisor who receives regular salary ● Providing any professional services namely auditors, financial advisors or legal advisors ● Having material business relationship which affects directors' independence 	No No No
Having maternity or registration relationship with directors, management, EGCO's major shareholders, controlling persons or persons to be nominated as management or controlling persons of EGCO and its subsidiaries	No

Independent Director to be Re-Elected



Dr. Pasu Loharjun

Age	62
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Ph.D. in Industrial Engineering and Operations Research, Virginia Polytechnic Institute and State University, USA - Master of Science in Industrial Engineering, Polytechnic Institute of New York, USA - Bachelor of Engineering in Electrical Engineering, Chulalongkorn University
Director's Certificates	<ul style="list-style-type: none"> - Certificate of Top Executive Program, Capital Market Academy - CG Code Update Program, PricewaterhouseCoopers ABAS Ltd.
Proposed Position	Independent Director
First Appointment	Annual General Meeting 2018 (April 19, 2018)
Latest Appointment	Annual General Meeting 2018 (April 19, 2018)
Year of Service	3 years
Term of Service*	1 st term: Annual General Meeting 2018 – 2021
Current Position in EGCO	Independent Director, Chairman of Corporate Governance and Social Responsibility Committee and Member of Nomination and Remuneration Committee
Current Positions in Other Organization	
<ul style="list-style-type: none"> ● Listed Companies 	2 companies <ul style="list-style-type: none"> - Independent Director, Allianz Ayudhya Capital PCL - Independent Director, Thai Beverage PLC
<ul style="list-style-type: none"> ● Non-listed Companies and Other Organizations 	6 organizations <ul style="list-style-type: none"> - Board Member of Thai-Nichi Institute of Technology Council, Thai-Nichi Institute of Technology

	<ul style="list-style-type: none"> - Member, Council of State - Chairman, Thailand Institute of Scientific and Technological Research (TISTR) - Chairman, Thailand National Metal and Materials Technology Center (MTEC) - Director, Thailand Convention and Exhibition Bureau (Public Organization) - Director, Thai-German Institute
<ul style="list-style-type: none"> ● Others that may cause conflict of interests to EGCO 	None
Experiences during the past 5 years	
2019 – 2020	Chairman, General Environmental Conservation PCL
2018 – 2019	Member, Foundation for Industrial Development
2017 – 2019	Member, Thai-German Institute
2017 – 2019	Permanent Secretary, Ministry of Industry
2017 – 2019	Chairman, Thai Sugar and Cane Co., Ltd.
2016 – 2017	Director General, Department of Industrial Promotion
2014 – 2016	Director General, Department of Industrial Works
Skills / Expertise	Industry, Power and International Business, Smart Technology, Strategy Planning and Corporate Governance
Achievement in year 2018 – Feb 2021	As an Independent Director and a Member of Nomination and Remuneration Committee, Dr. Pasu performed his roles with full attention and dedication. As the Chairman of Corporate Governance and Social Responsibility Committee, he gave importance to a compliance with related regulations and business code of conduct, plus, he supported all operations to follow good governance principles as well as EGCO's anti-corruption principle.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	800 shares
Meeting Attendance from January 1, 2020 until January 31, 2021	<ul style="list-style-type: none"> - Board of Directors: 17 out of 17 (100%) - Nomination and Remuneration Committee: 11 out of 11 (100%) - Corporate Governance and Social Responsibility Committee: 5 out of 5 (100%)
Nomination Policy	<p>EGCO's policy on director nomination is based on the following:</p> <ol style="list-style-type: none"> 1. Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock

	<p>Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO;</p> <p>2. Requirement of skills and experiences to support the achievement of EGCO's strategy;</p> <p>3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills;</p> <p>4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix</p>
Nomination Rationale	<p>After consideration, the Board with the endorsement of Nomination and Remuneration Committee, resolved to recommend Dr. Pasu Loharjun to be re-elected as an independent director for another term, as he is proficient in industrial and power business and can efficiently utilize his expertise in supporting the management's work. He gives priority to corporate governance and emphasizes the compliance with good governance principles. Therefore, his re-election would bring about a sustainable growth which would contribute to all shareholders and stakeholders.</p>

Additional Information to Consider for Independent Director Election

Relationship Characteristics	Qualifications
Holding EGCO's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	800 shares (0.00000152%)
Having the following relationship with EGCO, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years	
<ul style="list-style-type: none"> ● Being an executive director, an employee, an advisor who receives regular salary ● Providing any professional services namely auditors, financial advisors or legal advisors ● Having material business relationship which affects directors' independence 	No No No
Having maternity or registration relationship with directors, management, EGCO's major shareholders, controlling persons or persons to be nominated as management or controlling persons of EGCO and its subsidiaries	No

Director to be Re-Elected



Mr. Kulit Sombatsiri

Age	58
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Master of Public Administration, Public Finance, San Diego State University, USA - Master of Business Administration, University of Southern California, USA - Bachelor of Public Administration, Ramkhamheang University
Director's Certificates	<ul style="list-style-type: none"> - Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy - Certificate of Director Certification Program, Thai Institute of Directors Association - Certificate of Financial Statement for Directors, Thai Institute of Directors Association - Certificate of Senior Executive Program 1, The Civil Service Development Institute - Certificate of Capital Market Academy Leadership Program, Capital Market Academy
Proposed Position	Director
First Appointment	January 17, 2020
Latest Appointment	January 17, 2020
Year of Service	1 year 3 months
Term of Service*	1 st term: January 17, 2020 – Annual General Meeting 2021
Current Position in EGCO	Chairman of the Board and Chairman of Investment Committee
Current Positions in Other Organization	
● Listed Companies	None

<ul style="list-style-type: none"> Non-listed Companies and Other Organizations 	<p>2 organizations</p> <ul style="list-style-type: none"> Chairman, Electricity Generating Authority of Thailand Permanent Secretary, Ministry of Energy
<ul style="list-style-type: none"> Others that may cause conflict of interests to EGCO 	None
Experiences during the past 5 years	
2015 – 2018	Director General of the Customs Department, Ministry of Finance
Skills / Expertise	Power and International Business, Industry, Smart Technology and Strategy and Business Planning
Achievement in year 2018 – Feb 2019	As the Chairman of the Board and Chairman of the Investment Committee, he provided an in-depth suggestion for power, industrial and especially smart technology business conduction, which is a current key business direction of EGCO. Plus, he was concerned about the impacts on environment; therefore, his opinions and recommendations were of great use for the Management. In addition, he has efficiently performed the role of Chairman in the meeting by taking into account the comments from all directors in order to make a thorough decision.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance from January 1, 2020 until January 31, 2021	<ul style="list-style-type: none"> Board of Directors: 17 out of 17 (100%) Investment Committee: 14 out of 14 (100%)
Nomination Policy	<p>EGCO's policy on director nomination is based on the following:</p> <ol style="list-style-type: none"> Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO; Requirement of skills and experiences to support the achievement of EGCO's strategy; Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills; Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix
Nomination Rationale	After consideration, the Board with the endorsement of Nomination and Remuneration Committee, recommended proposing for the shareholder's approval that Mr. Kulit Sombatsiri be re-elected as a director for another term, as he is proficient in power business and smart technology and govern

	<p>the Management's work with such expertise in order to follow EGCO's direction with a care of all related communities and environment. Therefore, his re-election will contribute to an achievement of the targets in the strategic plan which would benefit the shareholders and all stakeholders accordingly.</p>
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Director to be Re-Elected



Prof. Dr. Pisut Painmanakul

Age	43
Nationality	Thai
Educational Background	<ul style="list-style-type: none"> - Ph.D. in Industrial Processes Engineering, Laboratoire d'Ingenierie des Procedes de l'Environnement, INSA-Toulouse, Republic of France - Master of Advanced Studies (Diplome d'Etude Approfondie, DEA), INSA-Toulouse, Republic of France - Master of Science (Diplome d'ingenieur) in Environmental Engineering, INSA-Toulouse, Republic of France - Bachelor of Engineering in Environmental Engineering, Chulalongkorn University
Director's Certificates	<ul style="list-style-type: none"> - Certificate of Institute of Security Psychology Course, National Defense Studies Institute - Certificate of Director Certification Program, Thai Institute of Directors Association
Proposed Position	Director
First Appointment	October 21, 2020
Latest Appointment	October 21, 2020
Year of Service	5 months
Term of Service*	1 st term: October 21, 2020 – Annual General Meeting 2021
Current Position in EGCO	Director and Member of Corporate Governance and Social Responsibility Committee
Current Positions in Other Organization	
● Listed Companies	None
● Non-listed Companies and Other Organizations	3 organizations <ul style="list-style-type: none"> - Director, Electricity Generating Authority of Thailand - Director, National Housing Authority of Thailand

	- Associate Dean-Innovation Strategy, Faculty of Engineering, Chulalongkorn University
● Others that may cause conflict of interests to EGCO	None
Experiences during the past 5 years	
2008 – 2016	Assistant Dean, Faculty of Engineering, Chulalongkorn University
Skills / Expertise	Environmental Engineering, Power Business, Strategic Planning, Smart Technology and Corporate Governance
Achievement in October 2020 – February 2021	As a Director and Member of Corporate Governance and Social Responsibility Committee, he performed his duty aiming for the Company's sustainable growth and provided useful recommendations to the operation of the Group company, taking into account all potential impacts on social and environment in every dimension.
Legal Dispute	No legal dispute during the past 5 years
EGCO Shareholding	None
Meeting Attendance from October 21, 2020 until January 31, 2021	- Board of Directors: 5 out of 5 (100%) - Corporate Governance and Social Responsibility Committee: 2 out of 2 (100%)
Nomination Policy	EGCO's policy on director nomination is based on the following: <ol style="list-style-type: none"> 1. Qualifications of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission; as well as devotion of time to EGCO; 2. Requirement of skills and experiences to support the achievement of EGCO's strategy; 3. Mixture of director diversity, namely age, gender, nationality, race, knowledge and skills; 4. Composition of knowledge and professional skills necessary or missing for the Board of Directors based on the Board Skill Matrix
Nomination Rationale	After consideration, the Board with the endorsement of Nomination and Remuneration Committee, resolved to propose for the shareholders' approval that Prof. Dr. Pisut Painmanakul be re-elected as a director for another term, as he has a profound expertise in environmental engineering and can efficiently enhance the Company's sustainable growth with such proficiency by providing precautions to prevent negative impacts on social and environment in every aspect, and offer recommendations beneficial to

	the stakeholders. Hence, his re-election would help building a stable and sustainable growth for the Company.
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Definition of Independent Directors

The Company has defined the qualifications of independent directors which is stricter than the requirement of the SET in accordance with the Capital Market Supervisory Board. Under the new definition, EGCO independent director shall have the following qualifications.

1. Holding shares not more than 0.5% of the paid-up capital with the voting right of EGCO, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest (including the connected persons as stipulated in section 258 of securities laws)
2. Not being a director that takes part in the management (executive director, director who has the same responsibility as management except for the signature in transactions approved by the Board and the joint signing with other directors), employees, advisors who receive regular salary, and controlling person of EGCO, parent company, subsidiary company, associate company and fellow subsidiary (subsidiary of the same holding company) or any entity that may have a conflict of interest during the period of two years before his/her appointment.
3. Not being a person who is related by maternity and by registration as parents, spouse, brother, sister, and son and daughter including their spouses of the management, or major shareholders, controlling persons or persons who will be nominated to be the Management or controlling persons of EGCO or its subsidiaries.
4. Not having business relationship with and not being a major shareholder, non-independent director or management of EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest in a way that would affect the giving of independent opinions during the period of two years before the filing date.
5. Not being an auditor or a major shareholder, director, management or partner of the audit firm that provides auditing services to EGCO, parent company, subsidiary company, associate company or any entity that may have a conflict of interest during the period of two years before the filing date
6. Not providing any professional service or being a major shareholder, non-independent director, management or partner of the company that provide professional service which include financial and legal advices with the fee higher than 2 million baht per year during the period of two years before the filing date
7. Not being appointed as a representative to safeguard interests of EGCO director, majority shareholders or shareholders who are related to EGCO's majority shareholders.
8. Not having any constraint that would affect the performance of giving independent judgement on EGCO.

If a person having qualifications stated in item 1 to 8 above is appointed as an independent director of the Company, such independent director may be assigned by the Company's Board of Directors to make decision in respect of business operation of EGCO, parent company, the subsidiary or associated company, the major shareholder of EGCO, or the person having controlling power over EGCO, provided that such decision making is made as a collective decision.

The terms of independent directors

Independent Director can hold his/her directorship not exceeding 2 terms or 6 years, with effect from the Shareholders' 2016 Annual General Meeting.